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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

JUNE 19, 1986

GEOFFREY W. SCHNEIDER
ALLIED SIGNAL
LAW DEPT.
P. O. BOX 2245R
MORRISTOWN, N. J. 07960-2245

RE: ALLIED CORPORATION

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. () Articles of Amendment **443941**
- 2. () Restated Articles of Incorporation
- 3. (**KX**) Articles of Merger **PENDIX ACQUISITION CORPORATION**
(NOT QUAL.) INTO ALLIED CORPORATION (QUAL.) WERE FILED IN KENTUCKY ON
JUNE 19, 1986.
- 4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,
Drexell R. Davis
Drexell R. Davis
Secretary of State

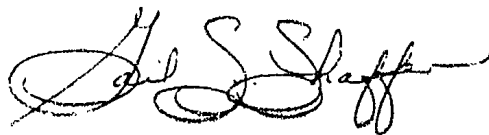
State of New York
Department of State

ss.:

17658

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 4 1986



Secretary of State

JUN 19 1986

CERTIFICATE

OF

PERGEM

OF

PERCIS ACQUISITION CORPORATION

INTO

ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

.....

Allied Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Allied Corporation (formed under the name "Allied Optical & Eye Corporation"), a corporation of the State of New York (the "acquiring corporation"), owns all of the outstanding shares of Percis Acquisition Corporation (the "subsidiary corporation"), a corporation of the State of Delaware.

2. The designation and number of outstanding shares of the subsidiary corporation is ascertained and the number of such shares owned by the acquiring corporation are as follows:

Designation and Number of Outstanding Shares

Number of Shares Owned by Subsidiary Corporation

100 shares of Common Stock

100 shares

1102081

1102081

Ch. Joseph
Joseph

SECRETARY OF STATE

NA.

Paul
Paul

3. (a) The certificate of incorporation of Allied Corporation was filed by the Department of State on the 17th day of December, 1929.

(b) Bonds Acquisition Corporation was incorporated under the laws of the State of Delaware on August 24, 1929, and has not filed an application for authority to do business in the State of New York.

A. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

B. The merger shall be effective upon the date of filing by the Department of State of New York.

C. The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, THIS CERTIFICATE HAS BEEN SIGNED ON THE 17th day of December, 1929 AND THE STATEMENTS CONTAINED HEREIN ARE AFFIRMED AS TRUE UNDER PENALTIES OF PERJURY.

ALLIED CORPORATION

By Donald H. Kayser
Donald H. Kayser
Senior Vice President and
Chief Financial Officer

By Eileen T. Huggins
Eileen T. Huggins
Assistant Secretary

BT

CERTIFICATE OF

MERGER

OF

DENDIX ACQUISITION CORPORATION

TO

ALLIED CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION ACT

0302431

ASS'D
12/27/78

Case Allied Chemical 9090 Corp

16/17120

1793-90

162309-5

A 1881649-6

SAs

1,200 PLS

ALLIED CORPORATION
COLUMBIA ROAD AND PARK AVENUE
MORRISTOWN, NEW JERSEY 07960

644571

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 20 1978

AMT. OF CHECK \$ 20.50

FILING FEE \$ 2.00

TAX \$ 0.00

COUNTY FEE \$ 0.00

COPY \$ 0.00

CERT \$ 12.50

REFUND \$ 0.00

SPES CHECK \$ 0.00

3-

BY *hmm*
BILLED

DEC 20 2 08 PM '78

FILED